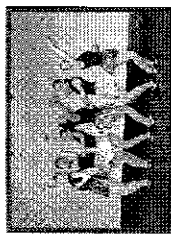




CenterLight Theatre is the only professional theatre of its kind in the Midwest to produce several major productions each season using American Sign Language and Spoken English simultaneously. CenterLight gives people who are Deaf and Hard of Hearing the opportunity to develop their skills and display their talents. The Deaf community is able to experience and enjoy live theatre in their own language, while the hearing community experiences a unique form of entertainment.

## ICODA + Dance = *icodance*

Our dance company is comprised of Deaf, Hard of Hearing and hearing dancers ranging in ages from 12 through adulthood. We offer classes that promote self-confidence, social interaction & fun! We are proud to expose our dancers to all types of dance: Ballet, Jazz, Modern, Tap & Hip Hop. The dance is then integrated with American Sign Language so the Deaf audience can understand the lyrics of the song and the hearing audience can gain a new appreciation for a visual language that is truly beautiful.



### CenterLight Children's Theatre

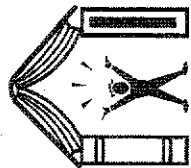
We offer children, ages 6-18 the opportunity to participate in drama classes and a full stage production. These classes supplement the child's school curriculum, as Deaf children often cannot participate in drama and music programs due to their communication needs. Through this experience they learn responsibility, teamwork & creative expression.



## Story-N-Sign

A professional troupe of performers who are Deaf, Hard of Hearing and Hearing, bring the magic of signed theater to the hearing population. Story-N-Sign is entertaining and educational! Students will be exposed to Deaf literature performed in American Sign Language and Spoken English. Children will have fun understanding how the ear works by "building" an ear out of colorful ear parts!

*When we learn to appreciate our differences, anything is possible!*



## Children's Museum on Deafness



**Ever wonder...**  
how hearing works or what causes deafness? What it would be like to be Deaf?

How individuals who are Deaf communicate with family and friends? What technology is available for individuals who are Deaf and Hard of Hearing? You can find answers to these questions and much more at the Children's Museum on Deafness. Our tour consists of an exhibit hall and a problem-solving studio. This tour is appropriate for public and private schools (grades 1-12) as well as nurses, policemen, teachers and senior citizens.

*An interactive field trip experience!*



## Traveling Hands Troupe

(THT) is comprised of talented children who are Deaf, Hard of Hearing & Hearing. The troupe travels throughout the state presenting interpreted song and dance coordinated with educational information about hearing loss. This program was designed to educate the public about hearing loss and to give them a positive experience with Deaf children. THT also serves as an outlet for creative expressions, while learning to work together as a team, building self-confidence and pride.

*Come SEE the music!*

## International Creative Arts CAMP & Festival



This unique one-week summer camp is for the talented Deaf or Hard of Hearing young adults who have an interest in Art, Writing or Drama. The camp strives to: Recognize young artists and their work, Provide a forum for peer interaction, Encourage young artists to cultivate their creative talents, Increase awareness of the benefits of an arts education within the Deaf community.

## ICODATV We Sign for YOU!

ICODATV will be a website ([www.icoda.org](http://www.icoda.org)) which makes world news and a variety of entertainment and informative shows accessible to the deaf and Hard of Hearing community through the utilization of pictures, voice, text and American Sign Language interpretation.

## Early Intervention & Childhood Program

An early start is the best way to ensure that Deaf and Hard of Hearing children will grow up to be successful adults who possess self confidence through an awareness of Deaf Culture. Since literacy is the road to success, our unique Total Communication Program uses the arts to build language, vocabulary and communication skills that lay the foundation for the development of reading and writing proficiency by involving the whole family in the process.



**For more information on any of these programs, please contact us at:**

**847-509-8260 Voice \* 847-509-8257 TTY**

## I. O. I. Program

### ICODA

Oakton Community College

Illinois State University

### Classes are already underway at Oakton Community College!

The most exciting project in ICODA's history is under way! A partnership between Illinois State University, Oakton Community College and ICODA has been established for the primary purpose of training teachers of the Deaf & Hard of Hearing in the Chicagoland area. In addition to the undergraduate preparation of teachers, two Master degree specialization programs in teaching children with cochlear implants and with emotional disturbances will be offered. In this partnership Oakton will provide the initial two years towards a bachelor's degree with an emphasis in education, while Illinois State University provides the remaining classes needed to obtain a bachelor's degree with teacher certification or a Masters Specialization Degree. ICODA coordinates the programs and provides observation and participation along with Mental Health & Deafness Resources for the students in their Arts & Mental Health programs. The project is to be housed in a new facility to be hopefully located in the Northern Suburbs.

**Watch for more information  
about this exciting program  
in the very near future!**

### Who is ICODA?

The International Center on Deafness & the Arts (ICODA) is a place where children and teens who are Deaf, Hard of Hearing and Hearing are encouraged to imagine, create and dream through mentoring by positive Deaf adult role models. It is our mission to provide educational training and appreciation of the Arts through participation in quality artistic endeavors. Through it's work, ICODA amplifies public awareness of Deaf Culture, encourages the development of talented children and an understanding of our diverse community.



### We're proud to say...



**Marlee Matlin** got her start with ICODA's Children's Theatre at the age of seven. She went on to win the 1987 Best Actress Academy Award for her work as Sarah in *Children of a Lesser God*.



### AWARDS & RECOGNITION

- # Best Community Program New Freedom Award
- # After Dark "Best Filmmaker" Award
- # President's Award from the Boulevard Arts Center
- # Omni Youth Services Society of Role Models Award
- # Northwestern University Speech & Hearing Foundation Lifetime Achievement Award

The Scherer Center  
Int'l Center on Deafness & the Arts  
614 Anthony Trail  
Northbrook, IL 60062  
847-509-8260 Voice  
847-509-8257 TTY  
847-509-8157 Fax  
www.icodaarts.org



*This program is partially sponsored by a  
grant from the Illinois Arts Council*

# icoda

International Center on  
Deafness & the Arts

Empowering  
People  
Through  
the Arts

Celebrating Over  
30 Years  
of Excellence

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847-509-8157 Fax  
www.icodaarts.org



## ICODA BOARD OF DIRECTORS

### ICODA Officers

**Patricia Scherer**  
Board Founder & President of ICODA  
1940 Cypress Lane  
Northbrook, IL 60062

**ICODA**  
Founder & President  
614 Anthony Trail  
Northbrook, IL 60062  
Bus: (847) 509- 8260 x233  
Home: (847) 272- 8097  
Mobile: (224) 588- 2062  
Bus Fax: (847) 509- 8157  
E-mail: [schererP@aol.com](mailto:schererP@aol.com)

**Michael Shelist**  
Board Chairman  
3456 Laburnum Ct.  
Northbrook, IL 60062

**Much Shelist**  
Attorneys at Law  
191 N. Wacker Dr.  
Suite 1800  
Chicago, IL 60606-1615

9687 E. Peak View  
Scottsdale, AZ 85262  
AZ Fax: (480) -214- 5190  
Bus: (312) 521- 2497  
Home: (847) 272- 4462  
Mobile: (847) 772- 6800  
Bus Fax: (312) 521-2397  
Hm Fax: (847) 272-4432  
E-mail: [Mshelist@muchselist.com](mailto:Mshelist@muchselist.com)  
Contact through e-mail

**Ronald Christensen**  
Board Vice-Chairman  
1900 Thornwood Lane  
Northbrook, IL 60062

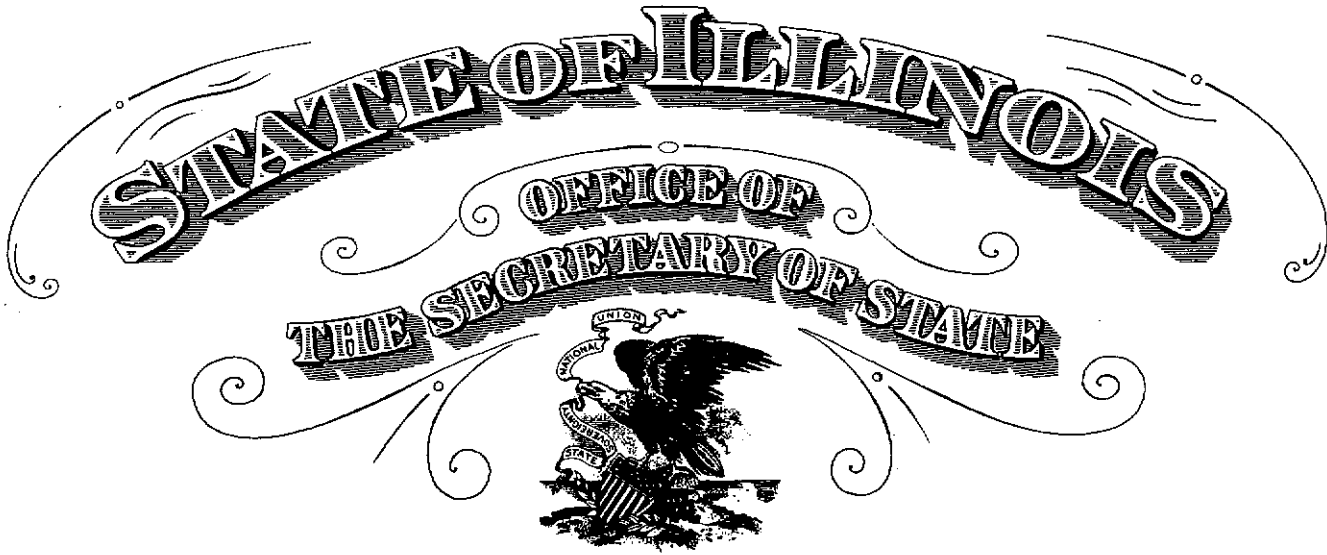
**Peerless Coffee & Vending Service, Inc.**  
President  
340 Melvin Dr.  
Northbrook, IL 60062  
Bus: (800) 244-7500  
Home: (847) 272- 9668  
Mobile: (847) 456- 4358  
Bus Fax: (800) 481- 8777  
E-mail: [Peerlesscoffeeandvending@comcast.net](mailto:Peerlesscoffeeandvending@comcast.net)  
Contact through e-mail

**Judith M. Warchol**  
Board Treasurer  
3493 Techny Rd.  
Northbrook, IL 60062

**Judy's Mailing service, Inc.**  
3450 Commercial Ave.  
Northbrook, IL 60062  
Bus: (847) 564-1232  
Home: (847) 272- 5301  
Mobile: (847) 922- 8857  
Bus Fax: (847) 564- 3008  
E-mail: [jmsjudyw@aol.com](mailto:jmsjudyw@aol.com)

**Paul Levine**  
Board Secretary  
6530 N. Christiana Ave.  
Lincolnwood, IL 60712

**DeCarl, Levine, & Friedman LLC**  
2093 Rand Rd.  
Des Plaines, IL 60016  
Bus: (847) 824- 3020  
Home: (847) 676-1593  
Mobile: (847) 962-2431  
Bus Fax: (847) 824-4852  
E-mail: [plevine93@ameritech.net](mailto:plevine93@ameritech.net)



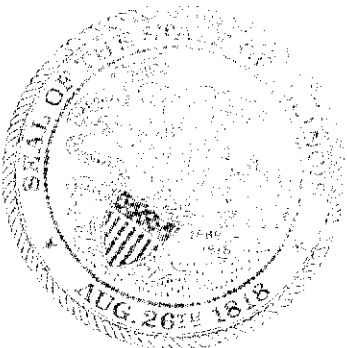
*To all to whom these Presents Shall Come, Greeting:*

*I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that*

INTERNATIONAL CENTER ON DEAFNESS AND THE ARTS, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE MAY 1, 1997, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS A DOMESTIC CORPORATION IN GOOD STANDING IN THE STATE OF ILLINOIS\*\*\*\*\*

*In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this*

day of MARCH A.D. 2005



*Jesse White*

SECRETARY OF STATE

INTERNAL REVENUE SERVICE  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: FEB 19 2002

Employer Identification Number:

36-4162632

DLN:

17053272747011

Contact Person:

DANIEL P SHANNON

ID# 31320

Contact Telephone Number:

(877) 829-5500

Our Letter Dated:

October 1997

Addendum Applies:

No

INTERNATIONAL CENTER ON DEAFNESS  
AND THE ARTS  
3444 DUNDEE RD  
NORTHEROOK, IL 60062

Dear Applicant:

This modifies our letter of the above date in which we stated that you would be treated as an organization that is not a private foundation until the expiration of your advance ruling period.

Your exempt status under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) is still in effect. Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the Code because you are an organization of the type described in section 509(a)(1) and 170(b)(1)(A)(vi).

Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(1) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(1) organization.

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return or the date the return is filed. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. Copies of these documents are also required to be provided to any individual upon written or in person request without charge other than reasonable fees for copying and postage. You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or you may call our toll free number shown above.

If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

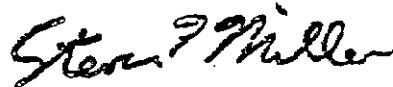
Letter 1050 (DO/CG)

INTERNATIONAL CENTER ON DEAFNESS

Because this letter could help resolve any questions about your private foundation status, please keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown above.

Sincerely yours,

A handwritten signature in cursive script that reads "Steven T. Miller". The signature is written in dark ink and is positioned above the printed name and title.

Steven T. Miller  
Director, Exempt Organizations

ARTICLES OF INCORPORATION

(Do Not Write in This Space)

**SUBMIT IN DUPLICATE**

Payment must be made by Certified Check,  
Cashier's Check, Illinois Attorney's Check,  
Illinois C.P.A.'s Check or Money Order, payable  
to "Secretary of State."

**DO NOT SEND CASH!**

Date

Filing Fee \$50

Approved

TO: GEORGE H. RYAN, Secretary of State

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986," the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

Article 1. The name of the corporation is: International Center on Deafness and the Arts

Article 2. The name and address of the initial registered agent and registered office are:

Registered Agent Michael R. Shelist

First Name	Middle Name	Last Name
Registered Office <u>200 North LaSalle Street, Suite 2100</u>		
Number	Street	(Do Not Use P. O. Box)
<u>Chicago</u>	<u>IL 60601</u>	<u>Cook</u>
City	Zip Code	County

Article 3. The first Board of Directors shall be 7 in number, their names and residential addresses being as follows: (Not less than three)

Director's Names	Number	Street	Address City	State
Paul J. Levine	1460	Renaissance Drive	Park Ridge	Illinois
Libby Matlin	220	St. Johns #409	Highland Park	Illinois
Vickie Metnick	401 Huehl Road,	Suite 2E	Northbrook	Illinois
Gary Peterson	2233 S. Highland	Avenue, Suite 703	Lombard	Illinois
Michael R. Shelist, Esq.	200 North LaSalle	Street, Suite 2100	Chicago	Illinois

\* See Exhibit "A" attached hereto.

Article 4. The purposes for which the corporation is organized are:  
See Exhibit "B" attached hereto.

Is this corporation a Condominium Association as established under the Condominium Property Act?  
☐ Yes ☒ No (Check one)

Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? ☐ Yes ☒ No (Check one)

Is this a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? ☐ Yes ☒ No

Article 5. Other provisions (please use separate page):

**EXHIBIT "A"**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**INTERNATIONAL CENTER ON DEAFNESS AND THE ARTS**

**Article 3:**

The list of the first Board of Directors and their residential addresses continues as follows:

Patricia Young, M.D.	1333 Greenbriar Lane	Northbrook,	Illinois
Patricia A. Scherer	3444 Dundee Road	Northbrook,	Illinois



**EXHIBIT "B"**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**INTERNATIONAL CENTER ON DEAFNESS AND THE ARTS**

The corporation is organized exclusively for the creation of book programs, arts and theater programs for deaf persons, charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue Code) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

BY-LAWS  
OF  
INTERNATIONAL CENTER ON DEAFNESS AND THE ARTS

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## ARTICLE 1

### OFFICES

SECTION 1. NAME. The name of the Corporation shall be the International Center on Deafness and the Arts.

SECTION 2. OFFICES. The corporation shall maintain a registered office in the State of Illinois and a registered agent at such office and may have other offices within or without the state.

SECTION 3. PURPOSES. The corporation is organized exclusively for charitable, religious and educational purposes, including, for such purposes, receiving and distributing funds to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), and organizations and institutions that are dedicated to provide educational training and appreciation in the Arts to deaf and hard of hearing children and adults through their participation and observation of high quality professional artistic endeavors.

The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction of the county in which the

principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE II

### MEMBERS

The corporation shall have no members.

## ARTICLE III

### DIRECTORS

SECTION 1. GENERAL POWERS. The business and affairs of the corporation shall be managed by or under the direction of the board of directors.

The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the corporation's articles of incorporation shall be within the exclusive power of the board of directors. The board of directors shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and if the board of directors approves the request, shall authorize payment of such funds to the approved grantee. The board shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the board. The board of directors may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested.

SECTION 2. NUMBER, ELECTION, TENURE AND QUALIFICATIONS. The number of directors shall be not less than ten (10) nor more than twenty (20). Directors shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each director shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign. Directors need not be residents of Illinois. The number of directors may be decreased to not fewer than ten (10) or increased to any number from time to time by amendment of this section.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the board of directors shall be held during the month of December, at such time and place as may be fixed by the president, or if the president is for any reason unable to act, by any two (2) directors. The board of directors may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the chief executive officer of the corporation upon such notice as he or she deems appropriate or by or at the request of any one or more directors upon giving at least two (2) days notice to each director, either personally or by mail, Telex or telegram. The person or persons authorized to call special meetings of the board of directors may fix any place as the place for holding any such special meeting called by them.

SECTION 5. NOTICE. If notice of any special meeting is mailed, such notice shall be deemed to be delivered on the second business day after the date on which it is deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by Telex or telegram, such notice shall be deemed to be delivered on the date such Telex or telegram is transmitted. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

SECTION 6. QUORUM. A majority of the number of directors fixed by these by-laws shall constitute a quorum for the transaction of business at any meeting of the board of directors, provided that if less than a majority of such number of directors is present at meeting, a majority of the directors present may adjourn the meeting at any time without further notice.

SECTION 7. MANNER OF ACTING. Unless the act of a greater number is required by statute, the Articles of Incorporation, or other provisions of these by-laws, the act of majority of the directors present at a meeting of the board of directors at which a quorum is present shall be the act of the board of directors.

Unless specifically prohibited by the Articles of Incorporation, members of the board of directors or of any committee of the board of directors may participate in and act at any meeting of such board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 8. VACANCIES. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors, arising between meetings of the board of directors, may be filled by election at an annual meeting or at a special meeting of board of directors called for that purpose. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

SECTION 9. INFORMAL ACTION BY DIRECTORS. Unless specifically prohibited by the Articles of Incorporation or by other provisions of these by-laws, any action required to be taken at a meeting of the board of directors, or any other action which may be taken at a meeting of the board of directors, or of any committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the

case may be. Any such consent signed by all the directors or all the members of the committee shall have the same effect as a unanimous vote at a meeting of directors at which a quorum was present, and may be stated as such in any document filed with the Secretary of State of the State of Illinois or with anyone else.

SECTION 10. COMPENSATION. Directors shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the board, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefor.

SECTION 11. PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she files his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 12. COMMITTEES. A majority of the directors fixed by these by-laws may, by resolution, create one or more committees and appoint members of the board to serve on any one or more of such committees. Each committee shall have two or more directors, a majority of its membership shall be directors, and all committee members shall serve at the pleasure of the board. However, committees appointed by the board or otherwise authorized by the bylaws relating to the election, nomination, qualification or credentials of directors or other committees involved in the process of electing directors may be composed entirely of non-directors. To the extent provided by the board of directors in such resolution, each committee shall have and exercise all of the authority of the board of directors under Section 108.05 of the Illinois General Not For Profit Act (the "Act"); provided, however, a committee may not: (i) adopt a plan for the distribution of the assets of the corporation, or for dissolution; (ii) approve or recommend to members any act this Act requires to be approved by members, except that committees appointed by the board or otherwise authorized by the bylaws relating to the election, nomination, qualification or credentials of directors or other committees involved in the process of electing directors may make recommendations to the members relating to electing directors; (iii) fill vacancies on the board or on any of its committees; (iv) elect, appoint or remove any officer or director or member of any committee, or fix the compensation of any member of a committee; (v) adopt, amend or repeal the bylaws or the articles of incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the corporation; (vi) amend, alter, repeal or take action inconsistent with any resolution or action of the board of directors when the resolution or action of the board of directors provides by its terms that it shall not be amended, altered or repealed by action of a committee; and (vii) the board of directors may create and appoint persons to a commission, advisory body or other such body which may or may not have

directors as members, which body may not act on behalf of the corporation or bind it to any action but may make recommendations to the board of directors or to the officers.

SECTION 13. RESIGNATION OF DIRECTORS. A director may resign at any time by giving written notice to the board of directors, its chairman, if any, or to the chief executive officer or secretary of the corporation. A resignation shall be effective when the notice is given unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.

SECTION 14. REMOVAL OF DIRECTORS. One or more of the directors may be removed, with or without cause. In the case of a corporation having a board of directors which is classified in accordance with subsection 108.10(e) of this Act, no director may be removed except for cause if the articles of incorporation or the bylaws so provide.

#### ARTICLE IV

##### OFFICERS

SECTION 1. EXECUTIVE OFFICERS. The executive officers of the corporation shall be a chairman of the board, a vice-chairman of the board, a president, a treasurer and a secretary. The corporation may also have one or more vice presidents, in which case each vice president shall also be an executive officer. Two or more offices may be held by the same person. The executive officers of the corporation shall be elected annually by the board of directors at its first meeting.

SECTION 2. OTHER OFFICERS AND AGENTS. The board of directors may also elect a chairman of the board from among the directors and may elect one or more assistant vice presidents, assistant treasurers and assistant secretaries, and such other officers and agents as the board may at any time or from time to time determine to be advisable.

SECTION 3. TENURE; RESIGNATION; REMOVAL; VACANCIES. Each officer of the corporation shall hold office until his successor is elected or appointed or until his earlier displacement from office by resignation, removal or otherwise; provided, that if the term of office of any officer elected or appointed shall have been fixed by the board of directors, he shall cease to hold such office no later than the date of expiration of such term, regardless of whether any other person shall have been elected or appointed to succeed him. Any officer may resign by written notice to the corporation and may be removed for cause or without cause by the board of directors whenever in its judgment the best interests of the corporation will be served thereby; provided, that any such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the board of directors.

SECTION 4. AUTHORITY AND DUTIES. All officers and agents of the corporation, as between themselves and the corporation, shall have such express authority and perform such duties in the management of the property and affairs of the corporation as is provided in these



by-laws, or, to the extent not provided, as may be determined by resolution of the board of directors not inconsistent with these by-laws. All officers and agents of the corporation shall also have such implied authority as recognized by the common law from time to time.

SECTION 5. THE CHAIRMAN OF THE BOARD. The chairman of the board, if there be a chairman, shall preside at all meetings of the directors, and shall have such other powers and duties as the board of directors may from time to time prescribe.

SECTION 6. THE VICE CHAIRMAN. The vice chairman, if any, shall assist the chairman in the management of the business of the corporation and the implementation of resolutions and orders of the board of directors.

SECTION 7. THE PRESIDENT. The president shall be the chief executive officer of the corporation. The president shall have general and active management of the business of the corporation, shall see to it that all resolutions and orders of the board of directors are carried into effect, and in connection therewith, shall be authorized to delegate to the chairman of the board, if any, and the other executive officers of the corporation such powers and duties as president at such times and in such manner as the president may deem to be advisable. In the absence or disability of the chairman of the board, or if there be no chairman, the president shall preside at all meetings of the directors.

SECTION 8. THE VICE PRESIDENTS. The vice president, if any, or, if there be more than one, the vice presidents, shall assist the president in the management of the business of the corporation and the implementation of resolutions and orders of the board of directors at such times and in such manner as the chief executive officer may deem to be advisable. If there be more than one vice president, the board of directors may designate one of them as executive vice president, in which case he shall be first in order of seniority after the president, and may also grant to others such titles as shall be descriptive of their respective functions or indicative of their relative seniority. The vice president, or, if there be more than one, the vice presidents in the order of their seniority as indicated by their titles or as otherwise determined by the board of directors, shall, in the absence or disability of the president, exercise the powers and perform the duties of president; and he or they shall have such other powers and duties as the board of directors or the chief executive officer may from time to time prescribe.

SECTION 9. THE ASSISTANT VICE PRESIDENTS. The assistant vice president, if any, or, if there be more than one, the assistant vice presidents, shall perform such duties as the board of directors or the chief executive officer may from time to time prescribe.

SECTION 10. THE TREASURER. The treasurer shall have the care and custody of the corporate funds, and other valuable effects, including securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors. The treasurer shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors, at meetings or

whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation. If required by the board of directors, the treasurer shall give the corporation a bond for such term, in such sum and with such surety or sureties as shall be satisfactory to the board for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

SECTION 11. THE ASSISTANT TREASURERS. The assistant treasurer, if any, or, if there be more than one, the assistant treasurers, in the order determined by the board of directors or by the chief executive officer, shall, in the absence or disability of the treasurer, exercise the powers and perform the duties of the treasurer; and he or they shall perform such other duties as the board of directors or the chief executive officer may from time to time prescribe.

SECTION 12. THE SECRETARY. The secretary shall attend all meetings of the the board of directors and shall record the minutes of all proceedings taken at such meetings, or maintain all documents evidencing corporate actions taken by written consent of the board of directors, in a book to be kept for that purpose; and he shall perform like duties for any committee of the board of directors when required. He shall have the authority to certify the by-laws, resolutions of the board of directors and committees thereof, and other documents of the corporation as true and correct copies thereof. He shall see to it that all notices of meetings of the board of directors are duly given in accordance with these by-laws or as required by statute. He shall be the custodian of the seal, if any, of the corporation, and, when authorized by the board of directors, he shall cause the corporate seal, if any, to be affixed to any document requiring it, and, when so affixed, attested by his signature as secretary or by the signature of an assistant secretary; and he shall perform such other duties as the board of directors or the chief executive officer may from time to time prescribe.

SECTION 13. THE ASSISTANT SECRETARIES. The assistant secretary, if any, or, if there be more than one, the assistant secretaries, in the order determined by the board of directors or by the chief executive officer, shall, in the absence or disability of the secretary, exercise the powers and perform the duties of the secretary; and he or they shall perform such other duties as the board of directors or the chief executive officer may from time to time prescribe.

## ARTICLE V

### CONTRACTS CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The board of directors may authorize any officer or officers or agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the

corporation, shall be signed by such officer or officers or agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the secretary or assistant secretary and countersigned by the president of the corporation.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

SECTION 4. GIFTS. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

## ARTICLE VI

### BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors.

## ARTICLE VII

### FISCAL YEAR

The fiscal year of the corporation shall be fixed by resolution of the board of directors

## ARTICLE VIII

### WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE IX

### AMENDMENTS

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the board of directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

## ARTICLE X

### INDEMNIFICATION AND INSURANCE

The corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the

case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

To the extent that a director, officer, employee or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections (1) and (2) of this Article XII, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Any indemnification under Sections (1) and (2) of this Article XII (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections (1) and (2) of this Article XII. Such determination shall be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article XII.

. The indemnification provided by this Article XII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article XII.